

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

CAMBRIDGE CAPITAL LLC,

Plaintiff,

-v-

RUBY HAS LLC,

Defendant.

RUBY HAS LLC,

Counterclaim-Plaintiff,

-v-

CAMBRIDGE CAPITAL LLC, BENJAMIN
GORDON, and MATTHEW SMALLEY,

Counterclaim-Defendants.

20-cv-11118 (LJL)

VERDICT FORM

**PLEASE FOLLOW ALL INSTRUCTIONS, CHECK (✓) YOUR ANSWERS, AND
FILL IN THE BLANKS**

All Answers Must Be Unanimous

I. Cambridge Capital's Breach of Contract Claim – Liability

1. Did Cambridge Capital and Ruby Has have a duty to negotiate in good faith?

[If your answer to Question 1 is NO, proceed to Question 5 and leave the intervening questions blank. If your answer is YES, proceed to Question 2.]

YES: _____ NO: **X**

2. Did Cambridge Capital perform its own obligations under the LOI to negotiate in good faith?

[If your answer to Question 2 is NO, proceed to Question 5 and leave the intervening questions blank. If your answer is YES, proceed to Question 3.]

YES: _____ NO: _____

3. Did Ruby Has breach its duty to negotiate in good faith by its communications on December 9, 2020?

[If your answer to Question 3 is NO, proceed to Question 5 and leave the intervening question blank. If your answer is YES, proceed to Question 4.]

YES: _____ NO: _____

4. Did Cambridge Capital incur damages as a result of Ruby Has's breach?

[Answer only if you answered YES to Questions 1 through 3. Regardless of whether or what you answered, Proceed to Question 5.]

YES: _____ NO: _____

II. Ruby Has's Fraud Counterclaim and Affirmative Defense

A. Affirmative Fraud As Against Cambridge Capital, Benjamin Gordon, and Matthew Smalley

5. Did any of the following Counterclaim-Defendants make false representations with respect to the funds that Cambridge Capital had ready to invest in Ruby Has if the parties signed definitive transaction documents?

[If your answer to Question 5 is NO for any particular Counterclaim-Defendant, proceed to Question 12 and leave the intervening questions blank for that Counterclaim-Defendant only. If your answer is YES for any particular Counterclaim-Defendant, proceed to Question 6 for that Counterclaim-Defendant.]

Cambridge Capital: YES: _____ NO: X

Benjamin Gordon: YES: _____ NO: X

Matthew Smalley: YES: _____ NO: X

6. Were any of the following Counterclaim-Defendants' representations material?

[If your answer to Question 6 is NO for any particular Counterclaim-Defendant, proceed to Question 12 and leave the intervening questions blank for that Counterclaim-Defendant only. If your answer is YES for any particular Counterclaim-Defendant, proceed to Question 7 for that Counterclaim-Defendant.]

Cambridge Capital: YES: _____ NO: _____

Benjamin Gordon: YES: _____ NO: _____

Matthew Smalley: YES: _____ NO: _____

7. Did any of the following Counterclaim-Defendants make their representations intentionally or recklessly?

[If your answer to Question 7 is NO for any particular Counterclaim-Defendant, proceed to Question 12 and leave the intervening questions blank for that Counterclaim-Defendant only. If your answer is YES for any particular Counterclaim-Defendant, proceed to Question 8 for that Counterclaim-Defendant.]

Cambridge Capital: YES: _____ NO: _____

Benjamin Gordon: YES: _____ NO: _____

Matthew Smalley: YES: _____ NO: _____

8. Did any of the following Counterclaim-Defendants intend for Ruby Has to rely upon their representations with respect to the funds Cambridge Capital had ready to invest in Ruby Has if the parties signed definitive transaction documents?

[If your answer to Question 8 is NO for any particular Counterclaim-Defendant, proceed to Question 12 and leave the intervening questions blank for that Counterclaim-Defendant only. If your answer is YES for any particular Counterclaim-Defendant, proceed to Question 9 for that Counterclaim-Defendant.]

Cambridge Capital: YES: _____ NO: _____

Benjamin Gordon: YES: _____ NO: _____

Matthew Smalley: YES: _____ NO: _____

9. Did Ruby Has actually rely upon any of the following Counterclaim-Defendants' representations with respect to the funds Cambridge Capital had ready to invest in Ruby Has if the parties signed definitive transaction documents?

[If your answer to Question 9 is NO for any particular Counterclaim-Defendant, proceed to Question 12 and leave the intervening questions blank for that Counterclaim-Defendant only. If your answer is YES for any particular Counterclaim-Defendant, proceed to Question 10 for that Counterclaim-Defendant.]

Cambridge Capital: YES: _____ NO: _____

Benjamin Gordon: YES: _____ NO: _____

Matthew Smalley: YES: _____ NO: _____

10. Was Ruby Has justified in relying upon any of the following Counterclaim-Defendants' representations with respect to the funds Cambridge Capital had ready to invest in Ruby Has if the parties signed definitive transaction documents?

[If your answer to Question 10 is NO for any particular Counterclaim-Defendant, proceed to Question 12 and leave the intervening question blank for that Counterclaim-Defendant only. If your answer is YES for any particular Counterclaim-Defendant, proceed to Question 11 for that Counterclaim-Defendant.]

Cambridge Capital: YES: _____ NO: _____

Benjamin Gordon: YES: _____ NO: _____

Matthew Smalley: YES: _____ NO: _____

11. Was Ruby Has damaged as a result of relying upon any of the following Counterclaim-Defendants' representations with respect to the funds Cambridge Capital had ready to invest in Ruby Has if the parties signed definitive transaction documents?

[Answer only if you answered YES to Questions 5 through 10 for any particular Counterclaim-Defendant. Otherwise, irrespective of whether or what you answer to the following question for any particular Counterclaim-Defendant, proceed to Question 12.]

Cambridge Capital: YES: _____ NO: _____

Benjamin Gordon: YES: _____ NO: _____

Matthew Smalley: YES: _____ NO: _____

B. Fraud by Omission As Against Cambridge Capital and Benjamin Gordon

12. Did any of the following Counterclaim-Defendants fail to disclose a material fact that created a false impression for Ruby Has about Benjamin Gordon with respect to the Ability transaction?

[If your answer to Question 12 is NO for any particular Counterclaim-Defendant, leave the remaining questions up to and including Question 17 blank for that Counterclaim-Defendant only. If your answer is YES for any particular Counterclaim-Defendant, proceed to Question 13 for that Counterclaim-Defendant.]

Cambridge Capital: YES: _____ NO: **X**

Benjamin Gordon: YES: _____ NO: **X**

13. Did any of the following Counterclaim-Defendants make their omission intentionally or recklessly?

[If your answer to Question 13 is NO for any particular Counterclaim-Defendant, leave the remaining questions up to and including Question 17 blank for that Counterclaim-Defendant only. If your answer is YES for any particular Counterclaim-Defendant, proceed to Question 14 for that Counterclaim-Defendant.]

Cambridge Capital: YES: _____ NO: _____

Benjamin Gordon: YES: _____ NO: _____

14. Did any of the following Counterclaim-Defendants intend for Ruby Has to rely upon the false impression that the particular Counterclaim-Defendant created?

[If your answer to Question 14 is NO for any particular Counterclaim-Defendant, leave the remaining questions up to and including Question 17 blank for that Counterclaim-Defendant only. If your answer is YES for any particular Counterclaim-Defendant, proceed to Question 15 for that Counterclaim-Defendant.]

Cambridge Capital: YES: _____ NO: _____

Benjamin Gordon: YES: _____ NO: _____

15. Did Ruby Has actually rely upon what it was told by any of the following Counterclaim-Defendants about Benjamin Gordon's involvement in the Ability transaction?

[If your answer to Question 15 is NO for any particular Counterclaim-Defendant, leave the remaining questions up to and including Question 17 blank for that Counterclaim-Defendant only. If your answer is YES for any particular Counterclaim-Defendant, proceed to Question 16 for that Counterclaim-Defendant.]

Cambridge Capital: YES: _____ NO: _____

Benjamin Gordon: YES: _____ NO: _____

16. Was Ruby Has justified in relying upon what it was told by any of the following Counterclaim-Defendants about Benjamin Gordon's involvement in the Ability transaction?

[If your answer to Question 16 is NO for any particular Counterclaim-Defendant, leave the remaining questions up to and including Question 17 blank for that Counterclaim-Defendant only. If your answer is YES for any particular Counterclaim-Defendant, proceed to Question 17 for that Counterclaim-Defendant.]

Cambridge Capital: YES: _____ NO: _____

Benjamin Gordon: YES: _____ NO: _____

17. Was Ruby Has damaged as a result of any of the following Counterclaim-Defendants' omissions?

[Answer only if you answered YES to Questions 12 through 16 for any particular Counterclaim-Defendant. Otherwise, irrespective of whether or what you answer to this question for any particular Counterclaim-Defendant, proceed to Section III.]

Cambridge Capital: YES: _____ NO: _____

Benjamin Gordon: YES: _____ NO: _____

III. Damages

A. Ruby Has's Fraud Counterclaims

[If you answered YES to Questions 11 or 17 for any particular Counterclaim-Defendant, please write how much Ruby Has lost as a result of fraud from each party. If you did not answer YES to Questions 11 or 17 for any particular Counterclaim-Defendant, do not write anything in the blanks provided.]

Cambridge Capital \$ _____

Benjamin Gordon \$ _____

Matthew Smalley \$ _____

Total \$ _____

B. Cambridge Capital's Breach of Contract Claim

[If you answered YES to Question 4, and did not answer YES to Questions 10 or 16 for any particular Counterclaim-Defendant, please write down how much (in dollars) Cambridge Capital lost as a result of Ruby Has's breach of the duty to negotiate in good faith. If you did not answer YES to Question 4, or answered YES to Questions 10 or 16 for any particular Counterclaim-Defendant, do not write anything in the blank provided.]

Provide a dollar amount: \$ _____

[Please proceed to the following page.]

After completing the form, each juror who agrees with this verdict must sign below:

John S. Bok
Foreperson

Mark Kost

John

John

John

John

John

John

Dated:

August 15, 2023